

John F. Colwell—Chief Counsel to Board Member.  
 Harold J. Datz—Chief Counsel to the Chairman.  
 John H. Ferguson—Associate General Counsel, Enforcement Litigation.  
 Terence Flynn—Chief Counsel to Board Member.  
 Robert A. Giannasi—Chief Administrative Law Judge.  
 Lester A. Heltzer—Executive Secretary.  
 John E. Higgins—Deputy General Counsel.  
 Peter B. Hoffman—Regional Director, Region 34.  
 Gloria Joseph—Director of Administration.  
 Barry J. Kearney—Associate General Counsel, Advice.  
 David B. Parker—Deputy Executive Secretary.  
 Gary W. Shinnars—Chief Counsel to Board Member.  
 Richard A. Siegel—Associate General Counsel, Operations-Management.  
 Lafe E. Solomon—Director, Office of Representation Appeals.  
 Peter D. Winkler—Chief Counsel to Board Member.

Dated: December 6, 2004 in Washington, DC, by direction of the Board.

**Lester A. Heltzer,**  
*Executive Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

### Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Pub. L. 94-409, that the Securities and Exchange Commission will hold the following meeting during the week of January 3, 2005:

A closed meeting will be held on Thursday, January 6, 2005, at 10 a.m.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the Closed Meeting. Certain staff members who have an interest in the matters may also be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552(b)(3), (5), (7), (9)(B), and (10) and 17 CFR 200.402(a)(3), (5), (7), 9(ii) and (10), permit consideration of the scheduled matters at the Closed Meeting.

Commissioner Glassman, as duty officer, voted to consider the items listed for the closed meeting in closed session.

The subject matter of the Closed Meeting scheduled for Thursday, January 6, 2005, will be: Formal orders of investigations; Institution and settlement of injunctive actions; and Institution and settlement of administrative proceedings of an enforcement nature.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact:

The Office of the Secretary at (202) 942-7070.

Dated: December 28, 2004.

**Jill M. Peterson,**  
*Assistant Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-50927; File No. SR-Amex-2004-50]

### Self-Regulatory Organizations; Order Approving Proposed Rule Change and Amendment Nos. 1, 2, and 3 Thereto and Notice of Filing and Order Granting Accelerated Approval to Amendment Nos. 4 and 6 to the Proposed Rule Change by the American Stock Exchange LLC Relating to the National Association of Securities Dealers, Inc.'s Sale of Its Interest in the American Stock Exchange LLC to The Amex Membership Corporation

December 23, 2004.

#### I. Introduction

On June 30, 2004, the American Stock Exchange LLC ("Amex" or "Exchange") filed with the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934,<sup>1</sup> as amended (the "Act"), and Rule 19b-4 thereunder,<sup>2</sup> a proposed rule change to amend its Constitution and certain other organizational documents. On July 15, 2004, the Exchange filed Amendment No. 1 to the proposal.<sup>3</sup> On July 21, 2004, the Exchange filed Amendment No. 2 to

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> See letter from Michael J. Ryan, Jr., Executive Vice President and General Counsel, Amex, to Nancy Sanow, Assistant Director, Division of Market Regulation ("Division"), Commission, dated July 13, 2004 ("Amendment No. 1"). Amendment No. 1 replaced Amex's original filing in its entirety.

the proposal.<sup>4</sup> The proposed rule change was published for comment in the **Federal Register** on July 28, 2004.<sup>5</sup> The Commission received no comment letters regarding the proposed rule change. On August 16, 2004, Amex filed Amendment No. 3 to the proposal.<sup>6</sup> On September 1, 2004, the Exchange filed Amendment No. 4 to the proposed rule change.<sup>7</sup> On December 17, 2004, the Exchange filed Amendment No. 5 to the proposed rule change.<sup>8</sup> The Exchange withdrew Amendment No. 5 on December 21, 2004. On December 22, 2004, the Exchange filed Amendment No. 6 to the proposed rule change.<sup>9</sup> This

<sup>4</sup> See letter from Michael J. Ryan, Jr., Executive Vice President and General Counsel, Amex, to Nancy Sanow, Assistant Director, Division, Commission, dated July 20, 2004 ("Amendment No. 2"). Amendment No. 2 corrected formatting errors in the Amex Constitution, the Amended and Restated Exchange Limited Liability Company Agreement, the Second Restated Certificate of Incorporation of The Amex Membership Corporation, and the Amended and Restated By-Laws of The Amex Membership Corporation that were filed with Amendment No. 1; no substantive changes to these documents were made in Amendment No. 2.

<sup>5</sup> See Securities Exchange Act Release No. 50057 (July 22, 2004), 69 FR 45091 (the "Amex Notice").

<sup>6</sup> See letter from Michael J. Ryan, Jr., Executive Vice President and General Counsel, Amex, to Nancy Sanow, Assistant Director, Division, Commission, dated August 13, 2004 ("Amendment No. 3"). In Amendment No. 3, Amex revised Section 2 of its Form 19b-4 (Procedures of the Self-Regulatory Organization) to reflect the Exchange Board of Governors' action approving the final forms of the governance documents submitted as part of the proposal. Amendment No. 3 is a technical amendment, and, therefore, not subject to notice and comment.

<sup>7</sup> See letter from Bruce Ferguson, Associate General Counsel, Amex, to Nancy Sanow, Assistant Director, Division, Commission, dated August 30, 2004 ("Amendment No. 4"). In Amendment No. 4, Amex amended Section 3 of Article II of the Amex Constitution to clarify that Exchange Board members, among other things, would be required to take into consideration the self-regulatory function of the Exchange and the Exchange's obligations (and their obligations) under the Act. Exhibit A to Amendment No. 4, which sets forth these changes, is available on the Commission's Web site (<http://www.sec.gov/rules/sro.shtml>). The changes proposed in Amendment No. 4 have been incorporated into this order.

<sup>8</sup> See letter from Michael J. Ryan, Jr., Executive Vice President and General Counsel, Amex, to Nancy Sanow, Assistant Director, Division, Commission, dated December 17, 2004 ("Amendment No. 5").

<sup>9</sup> See Amendment No. 6, dated December 22, 2004 ("Amendment No. 6"). Amendment No. 6 amends Sections 4(a) and 4(d) of Article II of the Amex Constitution, and related portions of Form 19b-4, to provide that the Chief Regulatory Officer will report only to the Regulatory Oversight Committee. Amendment No. 6 also sets forth certain Undertakings applicable to Amex. Exhibit 5 to Amendment No. 6, which sets forth these changes to Sections 4(a) and 4(d) of Article II of the Amex Constitution and the Undertakings, is available on the Commission's Web site (<http://www.sec.gov/rules/sro.shtml>). These changes and the Undertakings have been incorporated into this order. (The Commission further notes that the Undertakings are Exhibit E to the Form 19b-4.)